

**NORFOLK
SOUTHERN**

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-9241

RECORDATION NO. 6601-I.

FILED

AUG 7 '97

3-12PM

J. Gary Lane
General Counsel - Corporate

Writer's Direct Dial Number

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Telecopier: (804) 533-4872

August 6, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D. C. 20423-0001

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301 and the Board's Rules, I submit herewith for recording with the Board three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of July 14, 1997. The primary document to which this is connected is recorded under Recordation No. 6601.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: The Chase Manhattan Bank (formerly Chemical Bank, as successor by merger to Manufacturers Hanover Trust Company)
450 West 33rd Street
New York, NY 10001

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
250	70-ton Boxcars	XP, XM	524350-524599
100	Open Top Hopper Cars	HT	78300-78399

RECEIVED
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Counterparts - 3

14	GP38 Diesel-Electric Locomotives	B-B	5000, 5042-5054
10	SD40 Diesel-Electric Locomotives	C-C	3191-3200
5	U-23-B Diesel-Electric Locomotives	B-B	3900-3904

A fee of \$24.00 is enclosed. Please return two of the original counterparts, stamped with the Board's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated July 14, 1997, to terminate Equipment Trust Agreement with Recordation No. 6601, dated May 15, 1972, and originally covering 250 boxcars numbered 524350-524599, 100 open top hopper cars numbered 78300-78399, 14 diesel-electric locomotives numbered 5000 and 5042-5054, 10 diesel-electric locomotives numbered 3191-3200, and 5 diesel-electric locomotives numbered 3900-3904, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

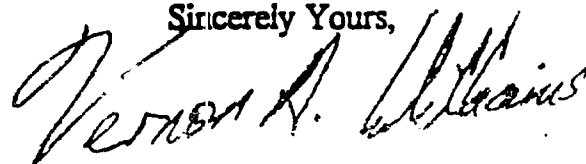
J. Gary Lane
General Counsel-Corporate
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-0241

DATE: 8/7/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 8/7/97 at 3:12PM, and
assigned recordation number(s). 5361-I, 6601-I and 6654-F.

Sincerely Yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 72.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



ICC No. 6601

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 3 of 1972

RECORDATION NO. 6601-1 FILED

AUG 7 '97

3-12 PM


RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Chemical Bank (as successor by merger to Manufacturers Hanover Trust Company) (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of May 15, 1972, as supplemented (the "Agreement"), between the Trustee and Southern Railway Company (now named Norfolk Southern Railway Company) (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 3 of 1972 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto issued under the Equipment Trust were and have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares that the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad and its affiliated companies and its or their successors and assigns, as their interests may appear, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the Trustee's right, title and interest in and to the railroad equipment of every character described in the Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of the Railroad.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its authorized officers under its corporate seal this 14th day of July, 1997.

THE CHASE MANHATTAN BANK
FORMERLY CHEMICAL BANK

By: 
Title: Vice President

ATTEST:


Title: TRUST OFFICER

STATE OF NEW YORK)
)
 COUNTY OF NEW YORK)

On this 14th day of July, 1997, before me,
 a Notary Public, personally appeared W. B. Dodge,
 to me personally known, who, being by me duly sworn, says he is a
 Vice President **THE CHASE MANHATTAN BANK**
~~FORMERLY~~ of Chemical Bank, that the seal
 affixed to the foregoing instrument is the corporate seal of said
 corporation, that said instrument was signed and sealed on behalf
 of said corporation by authority of its Board of Directors, and
 he acknowledged that the execution of the foregoing instrument
 was the free act and deed of said corporation.

Emily Fayon
 Notary Public

My commission expires:

EMILY FAYON
 Notary Public, State of New York
 No. 24-4737006
 Qualified in Kings County
 Certified in New York County
 1997